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*Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric  
Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

Bankruptcy Case  
No. 19 -30088 (DM)  
Chapter 11  
(Lead Case) (Jointly Administered)

**DECLARATION OF TYSON SMITH IN  
SUPPORT OF MOTION TO FILE  
REDACTED DOCUMENTS IN SUPPORT  
OF DEBTORS' APPLICATION PURSUANT  
TO 11 U.S.C. §§ 327(a) AND 328(a) AND FED.  
R. BANKR. P. 2014(a) AND 2016 FOR  
AUTHORITY TO RETAIN AND EMPLOY  
PRICEWATERHOUSECOOPERS LLP AS  
MANAGEMENT, TAX, AND ADVISORY  
CONSULTANTS TO THE DEBTORS *NUNC  
PRO TUNC* TO PETITION DATE**

[No Hearing Requested]

1 I, Tyson Smith, pursuant to section 1746 of title 28 of the United States Code, hereby declare  
2 under penalty of perjury that the following is true and correct to the best of my knowledge, information,  
3 and belief:

4 I am Senior Counsel in the Law Department at Pacific Gas and Electric Company (the “**Utility**”  
5 and, together with PG&E Corporation, the “**Debtors**”). I joined the Law Department in 2018 and have  
6 been licensed to practice in the State of California since 2003. Prior to joining the Utility, I was a partner  
7 at Winston & Strawn LLP from 2011 to 2018 and associate from 2005 to 2011. From 2003 to 2005, I  
8 was an attorney in the Office of the General Counsel, U.S. Nuclear Regulatory Commission. I hold a  
9 Bachelor’s degree from Vanderbilt University in civil and environmental engineering, a Master’s degree  
10 from Stanford University in civil and environmental engineering, and a juris doctorate from Lewis and  
11 Clark Law School.

12 I am knowledgeable and familiar with the Debtors’ day-to-day operations and, specifically, the  
13 Debtors’ professional engagements with PricewaterhouseCoopers LLP (“**PwC**”). I am authorized to  
14 submit this Declaration on behalf of the Debtors. The facts set forth in this Declaration are based upon  
15 my personal knowledge, my review of relevant documents, and information provided to me by the  
16 Debtors’ other employees or the Debtors’ legal, restructuring, and financial advisors. If called upon to  
17 testify, I would testify to the facts set forth in this Declaration.

18 This Declaration is submitted in support of the *Motion to File Redacted Documents in Support*  
19 *of Debtors’ Application Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a) and*  
20 *2016 for Authority to Retain and Employ PricewaterhouseCoopers LLP as Management, Tax, and*  
21 *Advisory Consultants to the Debtors Nunc Pro Tunc to Petition Date* (the “**Motion to Redact**”) filed  
22 concurrently herewith, which seeks authority to redact certain confidential information subject to  
23 attorney–client privilege and the attorney work product doctrine that is the subject of the *Application*  
24 *Pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014(a) and 2016 for Authority to*  
25 *Retain and Employ Pricewaterhousecoopers LLP as Management, Tax, and Advisory Consultants to the*  
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1 *Debtors Nunc Pro Tunc to Petition Date* (the “**PwC Retention Application**”), filed concurrently  
2 herewith.<sup>1</sup>

3 PwC performed a number of engagements for the Debtors prior to the Petition Date and PwC has  
4 developed valuable institutional knowledge about the Debtors’ businesses, operations, accounting  
5 systems, and other material information. PwC is party to a number of contracts with the Debtors;  
6 however the Debtors are only seeking to redact information from nine of such contracts. Redacted copies  
7 of the MSA Contracts and Engagement Letters are annexed to the Bowman Declaration.

8 In addition to the relevant terms governing PwC’s work and other critical services that have been,  
9 and will continue to be, performed by PwC for the benefit of the Debtors (which are described in detail  
10 in the PwC Retention Application), certain MSA Contracts and Engagement Letters describe work to be  
11 performed at the direction of counsel and information subject to the attorney–client privilege and the  
12 attorney work product doctrine. The Debtors have narrowly tailored their request to redact by limiting  
13 the redactions to information subject to the attorney–client privilege and the attorney work product  
14 doctrine, rather than all commercially sensitive information. Therefore, the Debtors seek to file certain  
15 MSA Contracts and Engagement Letters with the limited redactions described above.  
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28 <sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms  
in the PwC Retention Application.

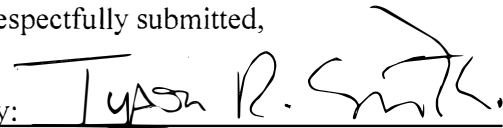
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Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury, that the foregoing is true and correct.

Dated: May 1, 2019

Respectfully submitted,

By:



Tyson Smith